



Ref. SAAM 08/2025

28 February 2025

Subject: Notification of the Resolution of the Board of Directors Meeting No.04/2025, Dividend Suspension, Capital Increase and Allocation of Newly Issued Ordinary Shares by General Mandate, Issuance and Offering of Debentures, Approval of New Director Appointments, and Schedule for the 2025 Annual General Meeting of Shareholders. (Revised)

To: The President
The Stock Exchange of Thailand

Enclosure No. 1: Capital Increase Form (F53-4)

SAAM Development Public Company Limited (the "Company") would like to inform that the Board of Directors' Meeting No. 04/2025 held on Friday, 28 February 2025 at 03:00 p.m. in the Company Meeting Room, Major Tower Thonglor, Room No. 2.2, 10th Floor, 141 Soi Sukhumvit 63 (Ekamai), Sukhumvit Road, Klongton Nua, Wattana, Bangkok passed the following resolutions, with the details as follows:

1. **Approved the financial statements for the year ended 31st December 2024**
2. **Approved the appointment of the following external auditors** from PKF Audit (Thailand) Company Limited **and the determined the audit fees for the year 2025** in accordance with the Audit Committee's, as follows:

- | | |
|--------------------------------|--|
| 2.1 Mr. Banthit Tangpakorn | Certified Public Accountant License No. 8509; and/or |
| 2.2 Mr. Udom Thanuratpong | Certified Public Accountant License No. 8501; and/or |
| 2.3 Ms. Tanyarat Kongniwatsiri | Certified Public Accountant License No. 11887 |

Either of the above external auditors is authorized to conduct the audit and express an opinion on the Company's financial statements, with audit fees not exceeding THB 2.42 million for the year 2025.

The Company will propose this matter for approval at the 2025 Annual General Meeting of the Shareholders.

3. **Approved the appropriation of the Company's net profit of THB 1,078,013 as legal reserve and no dividend payment** from operating profit for the year 204 to provide for the Company's expansion plan in business.

During the year 2024, the Company paid interim dividend from the 3-month operating results ended of 31st March 2024 and retained earnings at THB 0.030 per share, a total of



300,006,165 shares, totaling THB 9.00 million to shareholders, on 7th June 2024. The equivalent to 41.74% of net profit from separate financial statement of the Company for the year 2024 which is in accordance with the dividend payout ratio specified in the dividend policy of 40.00%.

The Company will propose this matter for approval at the 2025 Annual General Meeting.

4. Approval of the reduction in the Company's registered capital and amendment to Clause 4 of the memorandum of association to align with the capital reduction, with details as follows:

The Company's registered capital is reduced from THB 255,003,082.50 to THB 158,500,000 by canceling 193,006,165 unissued common shares, each with a par value of THB 0.50, resulting in a total reduction of THB 96,503,082.50. The reduction consists of:

- 4.1 The cancellation of 29,998,389 common shares previously allocated to accommodate the exercise of rights under the Company's Warrants (SAAM-W2), which has now expired; and
- 4.2 The cancellation of 163,007,776 common shares previously reserved for a capital increase under the General Mandate, comprising:
 - (1) 90,000,000 shares allocated for a Rights Offering to existing shareholders in proportion to their holdings; and
 - (2) 60,000,000 shares allocated for a Public Offering; and
 - (3) 13,007,776 shares remaining from those allocated for Private Placement.

Furthermore, **the amendment of Clause 4 of the memorandum of association to reflect the capital reduction** was approved, with the revised clause stated as follows:

Registered capital	THB 158,500,000	(One hundred fifty-eight million five hundred thousand baht)
Divided into	317,000,000 shares	(Three hundred seventeen million shares)
Par value	THB 0.50	(Fifty satang)
Divided into:		
Ordinary shares	317,000,000 shares	(Three hundred seventeen million shares)
Preference shares	- None -	- None -

The Executive Committee, its authorized representatives, or Mr. Podduang Kongkamee and Ms. Krittiya Honghiran shall have the authority to revise and amend the wording as required by the



registrar for the registration of amendments to the Memorandum of Association with the Department of Business Development, Ministry of Commerce.

The Company will propose this matter for approval at the 2025 Annual General Meeting of the Shareholders.

5. Approval of capital increase under the General Mandate for up to 190,200,000 shares with a par value of THB 0.50 per share, totaling no more than THB 95,100,000, as follows:

5.1 Allocation of up to 95,100,000 newly issued common shares to accommodate the offering and allocation to existing shareholders in proportion to their shareholding (Rights Offering), representing 30% of the paid-up capital, which shall not exceed 30% of the total paid-up capital; and/or

5.2 Allocation of up to 63,400,000 newly issued common shares to accommodate the offering and allocation to the general public (Public Offering), representing 20% of the paid-up capital, which shall not exceed 20% of the total paid-up capital; and/or

5.3 Allocation of up to 31,700,000 newly issued common shares to accommodate the offering and allocation to specific investors (Private Placement), representing 10% of the paid-up capital, which shall not exceed 10% of the total paid-up capital.

However, in accordance with the regulations of the Stock Exchange of Thailand ("SET"), the Company may increase capital under the General Mandate by no more than 30% of the total paid-up capital. The allocation of newly issued common shares under Sections 5.1, 5.2, and 5.3 above may be executed through any one or a combination of these methods, as detailed in the Enclosure No. 1: Capital Increase Report (F53-4). The total paid-up capital increase shall not exceed 30% of the paid-up capital as of the date the Board of Directors resolved to approve this capital increase on 28 February 2025, equivalent to 95,100,000 shares. *If the additional common shares are allocated through a Public Offering as outlined in Section 5.2 and/or a Private Placement as specified in Section 5.3 above, the increase in paid-up capital must not exceed 20% of the paid-up capital as of the date the Board of Directors resolved to approve the capital increase on 28 February 2025, amounting to 63,400,000 shares.*

Furthermore, **the amendment of Clause 4 of the the Memorandum of Association to reflect the capital increase** was approved, with the revised clause stated as follows:

Registered capital	THB 253,600,000	(Two hundred fifty-three million six hundred thousand baht)
Divided into	507,200,000 shares	(Five hundred seven million two hundred thousand shares)



Par value THB 0.50 (Fifty satang)

Divided into:

Ordinary shares 507,200,000 shares (Five hundred seven million two hundred thousand shares)

Preference shares - None - - None -

The Executive Committee, its authorized representatives, or Mr. Podduang Kongkamee and Ms. Krittiya Honghira shall have the authority to revise and amend the wording as required by the registrar for the registration of amendments to the Memorandum of Association with the Department of Business Development, Ministry of Commerce.

The Company will propose this matter for approval at the 2025 Annual General Meeting of the Shareholders.

6. Approval of the allocation of newly issued shares under the General Mandate. The Company aims to utilize the capital raised to support future business expansion. Accordingly, the meeting is requested to consider and approve the capital increase under the General Mandate, amounting to no more than 190,200,000 shares with a par value of THB 0.50 per share, totaling no more than THB 95,100,000. The allocation will be executed through the following three methods:

Method 1 Offering and allocation of up to 95,100,000 newly issued common shares, representing 30% of the paid-up capital, to existing shareholders in proportion to their shareholding (Rights Offering).

Method 2 Offering and allocation of up to 63,400,000 newly issued common shares, representing 20% of the paid-up capital, to the general public (Public Offering).

Method 3 Offering and allocation of up to 31,700,000 newly issued common shares, representing 10% of the paid-up capital, to specific investors (Private Placement).

The allocation of newly issued shares under Methods 1, 2, and 3 above may be executed through any one or a combination of these methods, as detailed in the Enclosure No. 1: Capital Increase Report (F53-4). The total paid-up capital increase shall not exceed 30% of the paid-up capital as of the date the Board of Directors resolved to approve this capital increase on February 28, 2025, equivalent to 95,100,000 shares. If the additional common shares are allocated through a Public Offering under Method 2 and/or a Private Placement under Method 3 as stated above, the increase in paid-up capital must not exceed 20% of the paid-up capital as of the date the Board of Directors approved the capital increase on 28 February 2025, amounting to 63,400,000 shares.

Furthermore, the Board of Directors is authorized to undertake or facilitate all necessary actions



related to the allocation of these newly issued shares, including but not limited to the following:

- (a) Consider the offering and allocation of newly issued common shares, which may be offered in full or in part, and may be conducted in one or multiple tranches.
- (b) Determine the objectives, the duration of the offering, the offering price, the method of subscription and payment, as well as any conditions and other details related to the allocation of the newly issued common shares. The allocation must not be made to related parties (as per the Securities and Exchange Commission ("SEC") Notification No. T.J. 21/2551 regarding related party transactions and the SEC Notification regarding disclosure and actions of listed companies in related party transactions, B.E. 2546), particularly in relation to the Private Placement offering. Furthermore, the offering price must not be set below market value (according to the SEC's regulations regarding approval and permission for public offerings or private placements).
- (c) When determining the offering price of the company's newly issued common shares under the General Mandate for Private Placement, the price must be the best achievable based on market conditions at the time of offering to investors and must serve the best interests of the company and its shareholders. The offering price may be subject to a discount but must not exceed 10% of the market price, which is calculated based on the weighted average price over a period of no less than 7 consecutive trading days, but not more than 15 consecutive trading days, prior to the date the Board of Directors resolves to set the offering price.
- (d) Negotiate, agree, execute, and sign contracts and/or any necessary documents related to the allocation of the newly issued common shares, including amendments to such contracts and documents, and any related information or disclosures. The Board may also consider appointing financial advisors, legal advisors, underwriters, and/or any other service providers, if necessary.
- (e) Sign the application forms for approval, requests for extensions, notices, and any other documents related to the allocation of the newly issued common shares, including the registration process with the Ministry of Commerce and the listing of the company's common shares on the mai Stock Exchange. This includes liaising with and submitting documents to relevant government agencies or other authorities.
- (f) Undertake any necessary and related actions to ensure the successful allocation of the newly issued common shares, including delegating authority to individuals designated by the Board to carry out the actions outlined in sections (d) and (e) above.

The Company will propose this matter for approval at the 2025 Annual General Meeting of the Shareholders.

7. **Approval of the issuance and offering of the Company's debentures**, [An amount not exceeding THB 300,000,000 \(three hundred million baht\) \(reduced from the previous THB 500,000,000 \(five hundred million baht\)\)](#), with the preliminary terms and conditions of the bonds to be issued and offered as follows:

Purpose of Funds	To support the expansion of the Company's business in the future
Type	All types of debentures, including but not limited to debentures with or without a specific/registered debenture holder, with or without collateral, with or without a debenture holder representative, and subordinated or non-subordinated debentures, depending on market conditions and other factors at the time of each issuance and offering.
Amount	Not exceeding THB 300,000,000 (the previously THB 500,000,000)
Currency	Thai Baht
Interest Rate	Dependent on market conditions at the time of each issuance and offering.
Term of Debentures	Dependent on market conditions at the time of each issuance and offering, with the option for early redemption or non-redemption at maturity, or a perpetual bond redeemable upon the company's dissolution.
Early Redemption	The issuer may redeem or repay the full or partial principal amount of the bonds before the scheduled maturity date, with the right to make early repayment beginning 1 year after the bond issuance date.
Offering	The debentures may be offered in one full offering or in multiple tranches, to the general public and/or specific investors, including large investors, institutional investors, or any individuals or entities in accordance with the applicable regulations of the SEC and/or other relevant government agencies, which are in effect at the time of the issuance and offering of the debentures.

Additionally, the Board of Directors, or individuals appointed by the Board, or Mr. Podduang Kongkamee, or Ms. Krittiya Honghiran, shall be authorized to determine the terms and conditions, as well as all necessary and related details for the issuance and offering of debentures. This includes specifying the name of the debenture, the number of debenture units to be issued and offered at each time, the type of debenture, collateral (if any), the offering price per unit, the maturity of the debentures, the redemption date, the redemption rights, the early redemption rights, the interest rate, the method of principal and interest repayment, the allocation method, details of the offering, and the registration of the debentures with the Thai Bond Market Association or any



other secondary market. Furthermore, the Board shall have the authority to appoint financial advisors, debenture underwriters, credit rating agencies, asset appraisers, legal advisors, debenture registrar, paying agents, bondholder representatives, or any other relevant parties involved in the issuance and offering of the debentures. The Board shall also be authorized to enter into, negotiate, amend, certify, and sign any documents and contracts related to the debentures, as well as to disclose, certify, and submit any required information, requests, or documents to the SEC, the Thai Bond Market Association, the Bank of Thailand, or any relevant authorities and parties. Additionally, the Board shall have the authority to take any other necessary actions related to the issuance and offering of the debentures, including the appointment of individuals as representatives or agents to perform the actions mentioned above.

The approval granted by the 2024 Annual General Meeting of Shareholders for the issuance and offering of debentures by the Company, up to a limit of THB 300,000,000, as previously authorized shall be rendered null and void.

The Company will propose this matter for approval at the 2025 Annual General Meeting of the Shareholders.

8. Approval of the Appointment of Directors in replacement of those due to retire by rotation and Approval of New Director Appointments as follows:

8.1 Directors due to retire by rotation are as follows:

8.1.1 Mr. Podduang Kongkamee

8.1.2 Ms. Sawanee Kongsakul

8.1.3 Assistant Professor Lapinee Kosonboon, Ph.D, [who serves as an Independent Director, Audit Committee Member, and Chairperson of the Corporate Governance and Sustainability Development Committee, Due to increasing professional commitments, there is concern about being unable to dedicate full attention to the Company.](#)

8.2 Directors reappointed for another term are as follows:

8.2.1 Mr. Podduang Kongkamee

8.2.2 Ms. Sawanee Kongsakul

8.3 Consideration and approval of new director appointments:

The Nomination and Remuneration Committee has proposed the appointment of a new director to be presented at the 2025 Annual General Meeting of Shareholders, with the following details:



8.3.1 Mr. Manukitti Nityasuddhi has been nominated for the position of Director of the Company.

Mr. Manukitti Nityasuddhi has extensive knowledge, skills, and experience in developing international projects for the Company. He has recently completed treatment for health issues and has [been a positive trend in him recovery](#), making him capable of performing his duties and providing valuable advice to the Company as a director.

8.3.2 Dr. Thitipong Nandhabiwat has been nominated for the positions of Independent Director, Audit Committee Member, and Chairperson of the Corporate Governance and Sustainability Development Committee.

Dr. Thitipong Nandhabiwat has extensive experience in managing organizations across both the public and private sectors. He has played a key role in the development of information technology and corporate strategy across various industries, including healthcare, finance, telecommunications, and logistics. Additionally, he has served as a board member and technology advisor for government agencies and several publicly listed companies.

Regarding his educational background, he holds a Bachelor of Science in Computer Science from the University of Waikato, a Master of Science in Information Science from the University of Pittsburgh, and a Doctorate in Information Technology from Murdoch University.

8.4 The Board of Directors will comprise of 8 persons as follows:

- (1) Mrs. Songsri Nitayasuth
- (2) Ms. Krittiya Honghiran
- (3) Mr. Podduang Kongkamee
- (4) Mr. Poramin Insom
- (5) Mr. Manukitti Nityasuddhi
- (6) Ms. Sawanee Kongsakul
- (7) Mr. Therapong Suebvattana
- (8) [Dr. Thitipong Nandhabiwat](#)

The Company will propose this matter for approval at the 2025 Annual General Meeting of the Shareholders.

9. Approval of Director and Subcommittee Remuneration for the Year 2025, with the following details:

9.1 Monthly Remuneration and Meeting Allowance

Committee	Year 2024		Year 2025 (Proposed Year)	
	Monthly Remuneration (THB/person)	Meeting Allowance (THB/person/time) (Only for those who attend)	Monthly Remuneration (THB/person)	Meeting Allowance (THB/person/time) (Only for those who attend)
9.1.1 Directors:				
(1) <u>Board of Directors</u>				
Chairman of the Board of Directors	50,000	20,000	50,000	20,000
Director of the Board	- None -	10,000	- None -	10,000
9.1.2 Subcommittee Members:				
(1) <u>Audit Committee</u>				
Chairman of the Audit Committee	- None -	20,000	- None -	20,000
Audit Committee Member	- None -	15,000	- None -	15,000
(2) <u>Nomination and Remuneration Committee</u>				
Chairman of the Nomination and Remuneration Committee	- None -	10,000 ¹	- None -	10,000
Nomination and Remuneration Committee Member	- None -	7,500 ¹	- None -	7,500
(3) <u>Corporate Governance and Sustainability Development Committee</u>				
Chairman of the Corporate Governance and Sustainability Development Committee	- None -	10,000 ¹	- None -	10,000
Corporate Governance and Sustainability Development Committee Member	- None -	7,500 ¹	- None -	7,500
(4) <u>Risk Management Committee</u>				
Chairman of the Risk Management Committee	- None -	10,000 ¹	- None -	10,000
Risk Management Committee Member	- None -	7,500 ¹	- None -	7,500

Remark: ¹ During 2024, at the Nomination and Remuneration Committee Meeting No. 02/2024 held on 2 December 2024, the meeting proposed and set the meeting allowance for the subcommittees for year 2024.



The Company will propose this to the 2025 Annual General Meeting of Shareholders for further approval.

9.2 Performance-based Compensation

Total compensation amount shall not exceed 1.0% of the Company's consolidated financial statement net profit, limited only to independent directors.

In addition to the monthly remuneration and meeting allowances proposed above, the Company does not provide any other compensation or benefits to the Board of Directors and sub-committees. The monthly remuneration and meeting allowances, including the meeting allowances requested for approval for the year 2024, will be effective from 1 January 2025 onwards, until the next shareholders' meeting passes a resolution to the contrary.

The Company will propose this matter for approval at the 2025 Annual General Meeting of the Shareholders.

10. Approved to hold the 2025 Annual General Meeting of the Shareholders on Tuesday, 22 April 2025 at 02:00 p.m. at Thonglor 2 Room of Grande Centre Point Sukhumvit 55 Hotel, 300 Sukhumvit Soi 55 (Thonglor), Klongton Nua, Wattana, Bangkok 10110. [Additionally, Friday, 21 March 2025, has been set as the record date for determining the list of shareholders entitled to attend the 2025 Annual General Meeting of shareholders, replacing the previously set date of Friday, 14 March 2025, with the following meeting agenda:](#)

- | | |
|----------|--|
| Agenda 1 | Matters to be informed |
| Agenda 2 | To consider and adopt the Minutes of the 2024 Annual General Meeting held on 24 April 2024 |
| Agenda 3 | To acknowledge the Board of Directors' report on the Company's operating results for the year 2024 |
| Agenda 4 | Consideration and approval of the financial statements for the year 2024 ended 31 st December 2024 |
| Agenda 5 | Consideration and approval of the appropriation of the Company's net profit as legal reserve and no dividend payment from operating profit for the year 2024 |
| Agenda 6 | Consideration and approval of the reduction of the Company's registered capital and the amendment of the Memorandum of Association to reflect the reduction of the Company's registered capital. |



- | | |
|-----------|--|
| Agenda 7 | Consideration and approval of the General Mandate Capital Increase and the amendment of the Memorandum of Association to reflect the increase in the Company's registered capital. |
| Agenda 8 | Consideration and approval of the General Mandate allocation of newly issued shares. |
| Agenda 9 | Consideration and approval of the issuance and offering of the Company's debentures. |
| Agenda 10 | To consider and approve the appointment of the Company's external auditor and the determination of audit fees for the year 2025 |
| Agenda 11 | To consider and approve the appointment of directors in replacement of those due to retire by rotation and approval of new director appointments |
| Agenda 12 | To consider and approve director and subcommittee remuneration for the year 2025 |
| Agenda 13 | Other business (if any) |

The Board of Directors resolved to appoint Mr. Podduang Kongkamee, Chief Executive Officer, to have the authority to consider and make changes to the 2025 Annual General Meeting date, time, venue, and format in case necessary.

To promote good corporate governance practice and equitable treatment of all shareholders, the Company announced on 30 September 2024 the invitation to shareholders to propose agenda and nominate directors for the 2025 Annual General Meeting in advance from 1 October 2024 to 31 December 2024 with details as disclosed on the Company website and the SET website. However, no agenda was proposed and no candidate nominated by shareholders.

The Company will disclose details and documents relating to the 2025 Annual General Meeting of the Shareholders date on the Company website via www.saam.co.th > Investor Relations > Shareholders Information > Shareholder's Meeting > Year 2025 and SET website. For inquiries, please contact Investor Relations at 02-096-1936 ext. 105. or contact@saam.co.th

Please be informed accordingly.

Yours Sincerely,

-Mr. Podduang Kongkamee -

(Mr. Podduang Kongkamee)

Chief Executive Officer



(F53-4) (Revised)

Capital Increase Report Form
SAAM Development Public Company Limited
28 February 2025

SAAM Development Public Company Limited (the "Company") hereby report the resolutions of the Board of Directors' Meeting No. 04/2025 held on 28 February 2025 in respect of the capital increase and allocation of shares as follows:

1. Capital Decrease and Capital Increase

1.1 Capital Decrease

The Board of Directors has resolved to propose to the 2025 Annual General Meeting of Shareholders for approval to reduce the Company's registered capital by THB 96,503,082.50, from the original registered capital of THB 255,003,082.50 to a new registered capital of THB 158,500,000, through the cancellation of 193,006,165 unissued common shares with a par value of 0.50 THB per share, as detailed below:

1.1.1 The cancellation of 29,998,389 common shares previously allocated to accommodate the exercise of rights under the Company's Warrants (SAAM-W2), which has now expired; and

1.1.2 The cancellation of 163,007,776 common shares previously reserved for a capital increase under the General Mandate, comprising:

- (1) 90,000,000 shares allocated for a Rights Offering to existing shareholders in proportion to their holdings; and
- (2) 60,000,000 shares allocated for a Public Offering; and
- (3) 13,007,776 shares remaining from those allocated for Private Placement.

And approve the amendment of Clause 4 of the Company's Memorandum of Association (regarding registered capital) to align with the reduction of the Company's registered capital.

1.2 Capital Increase

The Board of Directors has resolved to increase the Company's registered capital from THB 158,500,000 to THB 253,600,000 by issuing 190,200,000 common shares with a par value of THB 0.50 per each, totaling THB 95,100,000. This capital increase will be carried out as follows:

Type of Capital Increase	Type of Shares	Number of Shares	Par Value (THB/share)	Total (THB)
<input type="checkbox"/> Specifying the purpose of proceeds utilization	Ordinary Preferred	- -	- -	-
<input checked="" type="checkbox"/> General Mandate	Ordinary Preferred	Not exceeding 190,200,000 -	0.50 -	Not exceeding 95,100,000 -

2. Allocation of New Shares

2.1 Details of Allocation

Allocated to	Number of Shares	Ratio (Existing : New)	Selling Price (THB/share)	Subscription and Payment Period	Remarks
-None-	-	-	-	-	-

2.2 General Mandate

Allocated to	Category of shares	No. of shares	Percentage per paid-up capital ¹	Remarks
(1) Rights Offering	Ordinary shares	95,100,000	30	-
	Preferred shares	-	-	-
(2) Public Offering	Ordinary shares	63,400,000	20	-
	Preferred shares	-	-	-
(3) Private Placement	Ordinary shares	31,700,000	10	-
	Preferred shares	-	-	-

¹ The percentage relative to the paid-up capital as of the date the Board of Directors resolved to approve the capital increase on 28 February 2025, which amounted to 317,000,000 shares or THB 158,500,000.

Remark:

- (1) The Board of Directors' meeting No.04/2025 held on 28 February 2025 approved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares under a General Mandate.

The allocation of newly issued ordinary shares under Method 1, Method 2, and Method 3, whether through any one method or a combination of all three, shall not result in an increase in paid-up capital exceeding 30% of the existing paid-up capital, equivalent to 95,100,000 shares. If the additional common shares are allocated through a Public Offering under Method 2 and/or a Private Placement under Method 3 as stated above, the increase in paid-up capital must not exceed 20% of the paid-up capital as of the date the Board of Directors approved the capital increase on 28 February 2025, amounting to 63,400,000 shares, as outlined below:

- Method 1 Offering and allocation of up to 95,100,000 newly issued common shares, representing 30% of the paid-up capital, to existing shareholders in proportion to their shareholding (Rights Offering).
- Method 2 Offering and allocation of up to 63,400,000 newly issued common shares, representing 20% of the paid-up capital, to the general public (Public Offering).
- Method 3 Offering and allocation of up to 31,700,000 newly issued common shares, representing 10% of the paid-up capital, to specific investors (Private Placement).

- (2) In this allocation of newly issued ordinary shares under the General Mandate, the Board of Directors proposes that the 2025 Annual General Meeting of Shareholders consider and approve the authorization of the Board of Directors to determine and execute, or cause to be executed, any actions related to the allocation of such newly issued shares. This includes, but is not limited to, the following:
- (a) Consider the offering and allocation of newly issued common shares, which may be offered in full or in part, and may be conducted in one or multiple tranches.
 - (b) Determine the objectives, the duration of the offering, the offering price, the method of subscription and payment, as well as any conditions and other details related to the allocation of the newly issued common shares. The allocation must not be made to related parties (as per the Securities and Exchange Commission ("SEC") Notification No. T.J. 21/2551 regarding related party transactions and the SEC Notification regarding disclosure and actions of listed companies in related party transactions, B.E. 2546), particularly in relation to the Private Placement offering. Furthermore, the offering price must not be set below market value (according to the SEC's regulations regarding approval and permission for public offerings or private placements).
 - (c) When determining the offering price of the company's newly issued common shares under the General Mandate for Private Placement, the price must be the best achievable based on market conditions at the time of offering to investors and must serve the best interests of the company and its shareholders. The offering price may be subject to a discount but must not exceed 10% of the market price, which is calculated based on the weighted average price over a period of no less than 7 consecutive trading days, but not more than 15 consecutive trading days, prior to the date

the Board of Directors resolves to set the offering price.

- (d) Negotiate, agree, execute, and sign contracts and/or any necessary documents related to the allocation of the newly issued common shares, including amendments to such contracts and documents, and any related information or disclosures. The Board may also consider appointing financial advisors, legal advisors, underwriters, and/or any other service providers, if necessary.
- (e) Sign the application forms for approval, requests for extensions, notices, and any other documents related to the allocation of the newly issued common shares, including the registration process with the Ministry of Commerce and the listing of the company's common shares on the mai Stock Exchange. This includes liaising with and submitting documents to relevant government agencies or other authorities.
- (f) Undertake any necessary and related actions to ensure the successful allocation of the newly issued common shares, including delegating authority to individuals designated by the Board to carry out the actions outlined in sections (d) and (e) above.

3. Schedule the Annual General Meeting of Shareholders to consider and approve the capital increase and allocation of shares

The 2025 Annual General Meeting of Shareholders is scheduled to be held on Tuesday, 22 April 2025 at 02:00 p.m. at Thonglor 2 Room of Grande Centre Point Sukhumvit 55 Hotel, 300 Sukhumvit Soi 55 (Thonglor), Klongton Nua, Wattana, Bangkok 10110. [Additionally, Friday, 21 March 2025, has been set as the record date for determining the list of shareholders entitled to attend the 2025 Annual General Meeting of shareholders, replacing the previously set date of Friday, 14 March 2025.](#)

The Board of Directors resolved to appoint Mr. Podduang Kongkamee, Chief Executive Officer, to have the authority to consider and make changes to the 2025 Annual General Meeting date, time, venue, and format in case necessary.

4. Application for Approval from Relevant Government Agencies and Conditions Concerning Capital Increase/Share Allocation

- 4.1 The Company is required to register the change of the paid-up with the Department of Business Development, the Ministry of Commerce within 14 days from the date on which the payments of the newly-issued ordinary shares have been received.
- 4.2 The Company is required to obtain approval from the Stock Exchange of Thailand for the listing of the Company's newly-issued ordinary shares, which will be offered by way of rights offering, public offering and/or private placement on the Stock Exchange of Thailand.

5. Objective of the Capital Increase and Plans for Utilizing the Proceeds Received from Capital Increase

To be determined once the capital increase occurs.

6. Benefits which the Company will receive from Capital Increase/Share Allocation

To be determined once the capital increase occurs.

7. Benefits which Shareholders will receive from Capital Increase/Share Allocation

To be determined once the capital increase occurs.

8. Other Details Necessary for Shareholders to Approve Capital Increase/Share Allocation

To be determined once the capital increase occurs.

9. Schedule of Actions upon the Board of Directors Passing the Resolution Approving Capital Increase/Share Allocation

No.	Procedure	Date / Month / Year
1.	The Board of Directors' Meeting No. 04/2025	28 February 2025
2.	Record date for specifying the names of shareholders who have the right to attend the 2025 Annual General Meeting of Shareholders	21 March 2025 (replacing the previous date of 14 March 2025)
3.	The 2025 Annual General Meeting of Shareholders	22 April 2025
4.	The allocation of newly ordinary shares in the means of the General Mandate	As the Board of Directors Meeting has approved the matters

The Company hereby certifies that the information contained in this report is true and complete in all respect.

Signed - *Mr. Podduang Kongkamee* -
(Mr. Podduang Kongkamee)
Authorized Director

Signed - *Ms. Krittiya Honghiran* -
(Ms. Krittiya Honghiran)
Authorized Director